



Errol by the sea

**4501 S. ATLANTIC AVENUE
NEW SMYRNA BEACH, FLORIDA 32169
(386) 427-3641**

Errol by the Sea Condominium Association, Inc. Compiled Articles of Incorporation (Exhibit D)

This document is a compilation of the original Articles of Incorporation recorded June 7, 1974 in Book 1728, Pages 1336-1344 of the official public record of Volusia County, Florida along with all recorded amendments. The purpose of this compiled document is to make the Articles of Incorporation easier to read and understand. The documents used to compile this document are:

1. The original Articles of Incorporation as recorded in Volusia County Public Records, Book 1728, Pages 1336-1344, June 7, 1974.
2. Articles of Incorporation amendments recorded in Volusia County Public Records, Book 1924, Pages 0285-0289, September 19, 1977 (Articles 2, 3.2, 7.2, 10.1, 10.2(a), 10.2(b), and 10.3).

Only the currently existing language was used in the compilation. Signatures of association officers, witnesses, and notaries that signed original documents are not presented in the compilation but can be viewed on the originally recorded documents.

Every effort was made for accuracy. If there are questions, please see the original documents listed above.

Articles of Incorporation of Errol by the Sea Condominium Association, Inc.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

Article I

The name of the corporation shall be ERROL BY THE SEA CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal place of business located at New Smyrna Beach, Volusia County, State of Florida. This corporation shall have perpetual existence.

Article II

The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes §718.111(1976), which Chapter 718 of Florida Statutes (1976) shall be hereinafter referred to as the "Condominium Act", for the operation, maintenance and administration of the ERROL BY THE SEA CONDOMINIUM.

Article III

The powers of the Association shall include and be governed by the following provisions:

- 3.1. The Association shall have all the common law a (sic) and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act.
- 3.2. The powers and duties of the Association shall include those set forth in the Condominium Act except as limited by these Articles of Incorporation, the Declaration of Condominium and By-Laws, if not inconsistent with the Condominium Act, and all of the powers and duties reasonably necessary to operate, maintain, and administer the Condominium pursuant to the Declaration and any amendments thereof including but not limited to, the following:
 - a) To make and collect assessments against members, as unit owners, to defray the costs, expenses and losses of the Condominium.
 - b) To use the proceeds of assessments in the exercise of its powers and duties.
 - c) To maintain, repair, replace and operate the Condominium property, including the right of access to each unit during reasonable hours as may be necessary for maintenance, repair or replacement of any common elements therein or accessible therefrom, and at anytime as may be necessary to make emergency repairs of a unit or any common elements therein or accessible therefrom in order to prevent damage to the common elements or to another unit or units.
 - d) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners.
 - e) To reconstruct improvements after casualty and to construct further improvement of the property.
 - f) To make and amend reasonable rules and regulations governing the details of the operation and use of the common elements.
 - g) To approve or disapprove the transfer, mortgage, lease and ownership of units as provided by the Declaration of Condominium and the By-Laws of the Association.

- h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations for use of the property in the Condominium.
 - i) To contract for the management of the Condominium and to delegate to such manager all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have approval by the Board of Directors or the membership of the Association.
 - j) To employ personnel to perform the services required to maintain proper operation of the Condominium.
 - k) To sue or be sued with respect to the exercise or non-exercise of its power.
 - l) To institute, maintain, settle or appeal actions or hearings in its name on behalf of all unit owners (members) concerning matters of common interest, including but not limited to, the common elements, the roof and structural components of a building or other improvements, mechanical, electrical, and plumbing elements serving an improvement or a building, representations of the Developer pertaining to any existing or proposed commonly used facility, and protesting ad valorem taxes on commonly used facilities.
 - m) To maintain a class action and to be joined in any action as representative of that class with reference to litigation and disputes involving the matters for which the Association may be entitled to bring a class action; provided, however, nothing herein limits any statutory or common law right of any individual unit owner (member) or class of unit owners (members) to bring any action which may otherwise be available.
 - n) To purchase units in the Condominium and to acquire and hold, lease, mortgage, and convey any of said units.
 - o) To use its best efforts to maintain accounting records according to good accounting practice.
- 3.3. All fund and titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration or Condominium, these Article of Incorporation and the By-Laws of the Association.
- 3.4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and By-Laws.

Article IV

- 4.1. The members of the Association shall consist of all the record owners of apartments in the ERROL BY THE SEA CONDOMINIUM, hereinafter referred to as "Condominium Units", and after termination of a Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.
- 4.2. Membership shall be acquired by recording in the Public Records of Volusia County, Florida, a deed or other instrument establishing record title to a Condominium Unit in ERROL BY THE SEA CONDOMINIUM the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.
- 4.3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.
- 4.4. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he owns.

ARTICLE V

The names and addresses of the subscribers to these Articles of Incorporation are:

Richard D Stoner	200 East Robinson Street Orlando, Florida 32801
Dwaine A Carr	200 East Robinson Street Orlando, Florida 32801
Carol King	326 Benton Street Orlando, Florida 32809

ARTICLE VI

The affairs of the Association shall be administered by a President, one (1) Vice President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Vice-President. Officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Treasurer	Richard L. Mark P. O. Box 1216 Apopka, Florida
Vice President	D. G. Stampados Errol Parkway Apopka, Florida
Secretary	Richard D. Stoner 200 E. Robinson Street Orlando, Florida

ARTICLE VII

- 7.1. The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, except as may be otherwise herein specifically provided. The first Board of Directors shall consist of three (3) Directors, and any vacancies occurring in the said Board prior to the first regular election of Directors shall be filled by the remaining Directors. Until the first regular election of Directors the members of the Board need not be members of the Association. At the first regular election of Directors there shall be elected three (3) members to the Board of Directors, who shall be members of the Association, and until such time as ERROL BY THE SEA, LTD., hereinafter call the "Developer", elects to terminate its control of the Association, or until the annual membership meeting taking place after the Declaration of Condominium of ERROL BY THE SEA CONDOMINIUM has been recorded, whichever occurs first, the Developer shall designate and appoint as members of the Board of Directors a number of Directors equal to those elected by the members, plus one (1). It is the express intent and purpose of this provision that until the Developer elects to relinquish control of the Association, or until the annual membership meeting taking place after the Declaration of Condominium of ERROL BY THE SEA CONDOMINIUM has been recorded, the Developer shall have control of the Association. The members of the Board designated and appointed by the Developer need not be members of the Association.

- 7.2. The general membership of the Association shall meet at a regular session once annually in Volusia County, Florida at a location reasonably convenient to all of the members and at a time selected by the Board of Directors for the purpose of electing Directors of the Association.
- 7.3. The names and addresses of the member of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Richard L. Mark

P.O. Box 1216
Apopka, Florida

D. G. Stampados

Errol Parkway
Apopka, Florida

Richard D. Stoner

200 E. Robinson Street
Orlando, Florida

ARTICLE VIII

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of Indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE IX

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

ARTICLE X

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- 10.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the members of the Association at which a proposed amendment is to be considered. There shall be at least fourteen (14) days written notice to each unit owner in advance of the meeting and the posting at a conspicuous place on the Condominium property a notice of the meeting at least fourteen (14) days prior to said meeting. Written notice shall be given as provided in the Declaration of Condominium. The foregoing requirements as to meetings are not to be construed, however, to prevent unit owners from waiving notice of meetings or from acting by written agreement without meetings.
- 10.2. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten percent (10%) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days not later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members

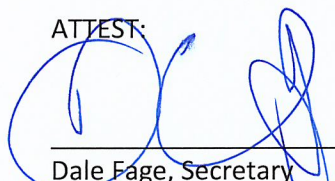
not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

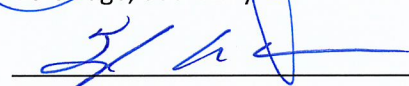
- a) Not less than sixty-six and two-thirds percent (66-2/3%) of entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association, or
- b) Not Less than sixty-six and two-thirds percent (66-2/3%) of the votes of the entire membership of Association.

10.3. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the Condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. Nor shall any amendment make any change which would have any effect on any of the rights, privileges, powers, and/or options herein provided in favor of or reserved to the Developer so long as the Developer shall be selling, conveying, leasing or transferring units in the ordinary course of business, unless the Developer shall join in the execution of such amendment. There shall be no amendment making any change which in any way affects the rights, privileges, powers and/or options herein provided in favor of or reserved to all record owners of mortgages or units of this Condominium unless said mortgagees shall join in the execution of such amendment. Record owners of mortgages shall be provided with written notification by the Association thirty (30) days prior to the effective date of any amendment to these Articles of Incorporation.

10.4. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Volusia County, Florida.

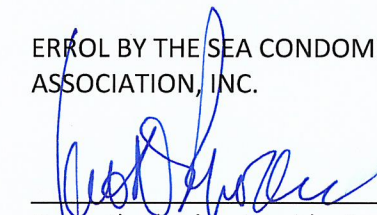
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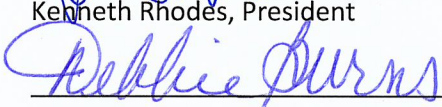


Dale Fage, Secretary


Witness

ERROL BY THE SEA CONDOMINIUM
ASSOCIATION, INC.



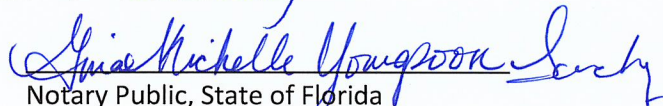
Kenneth Rhodes, President


Witness

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, appeared Kenneth Rhodes and Dale Fage, personally known to me or who produced _____ as identification, in their capacities as President and Secretary of ERROL BY THE SEA CONDOMINIUM ASSOCIATION, INC. who did/did not take oaths.

SWORN TO AND SUBSCRIBED before me this 5 day of January, 2017.



Notary Public, State of Florida

My Commission expires:

